

Ref: AL/SE/0120/03

Date: 13/01/2020

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra- Kurla Complex,
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Mumbai – 400051.
Fax No. 2659 8237 / 38

Corporate Relationship Department
BSE Limited
Phiroze Jeejeebhoy Towers,
2nd Floor, Dalal Street,
Mumbai – 400 001
Fax No. 2272 3121/ 2037

Re.: - Arshiya Limited (“the Company”) – **NSE Scrip Name: ARSHIYA**
BSE Scrip Code: 506074

Sub: Proceedings of the Hon'ble National Company Law Tribunal ("NCLT") convened meeting of the Equity Shareholders of the Company held on Monday, January 13, 2020 pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

Pursuant to the order dated December 09, 2019 passed by the Hon'ble NCLT, Mumbai Bench, the meetings of the Equity Shareholders of the Company was held on Monday, January 13, 2020 at Nehru Centre, Doctor Annie Besant Road, Worli, Mumbai- 400 018, Maharashtra, India at 11.00 a.m. (1100 Hours), for approving the Composite Scheme of Arrangement between Arshiya Limited (“Demerged Company”) and Arshiya Rail Infrastructure Limited (“Resulting Company”) and their respective shareholders and creditors (the "Scheme").

In this regard, please find enclosed herewith brief proceedings as required under the Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as **Annexure - I**.

Details of voting results as required under Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and scrutinizer report will be separately submitted.

The meeting was concluded at 11.40 a.m.

Thanking You.

Yours faithfully.

For **ARSHIYA LIMITED**


Sayita Dalal

Company Secretary & Compliance Officer

Encl: As above



Arshiya Limited

SUMMARY OF PROCEEDINGS OF THE MEETING OF EQUITY SHAREHOLDERS OF ARSHIYA LIMITED CONVENED PURSUANT TO THE ORDER OF HON'BLE NCLT, MUMBAI BENCH.

Pursuant to the order dated December 09, 2019 passed by the Hon'ble NCLT, Mumbai Bench, in the Company Scheme Application No. 2926 of 2019, the Tribunal convened meeting of the Equity Shareholders of the Company was held on Monday, January 13, 2020 at Nehru Centre, Doctor Annie Besant Road, Worli, Mumbai- 400018, Maharashtra, India at 11.00 a.m. (1100 Hours).

As directed by the NCLT Mr. Ajay S Mittal, who was appointed as the Chairman of the meeting pursuant to the order of the Hon'ble NCLT, Mumbai Bench dated December 09, 2019, took the chair. With the requisite quorum being present, the Chairman called the meeting to order and conducted the proceedings of the Meeting.

The following were in attendance:

Mr. Ajay S Mittal	Chairman and Managing Director
Mr. Ashishkumar Bairagra	Non-Executive Independent Director
Ms. Savita Dalal	Company Secretary & Compliance Officer
Mr. Dineshkumar Sodani	Chief Financial Officer
Mr. Mohammed Akram	Scrutinizer

The number of shareholders as on cut-off date i.e. December 06, 2019 was 9,783.

Members present:

1. In person: 64
2. Through proxy: 1

The Chairman briefed the Members about the background of the agenda of the meeting and informed that the meeting is being held for approving the Composite Scheme of Arrangement between Arshiya Limited ("Demerged Company") and Arshiya Rail Infrastructure Limited ("Resulting Company") and their respective shareholders and creditors (the "Scheme"). The Chairman also briefly explained rationale of the scheme.

The Chairman informed that, in compliance with the Hon'ble NCLT Order and also in compliance with the provisions of Section 230(4) read with Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India

Arshiya Limited



(Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable regulations, the Company has provided the facility to the Equity Shareholders of the Company to cast their votes either by way of postal ballot or through remote e-voting facility during the period commenced from Saturday, December 14, 2019 at 9:00 a.m.(0900 Hours) and ended on Sunday, January 12, 2020 at 5:00 p.m.(1700 Hours) (inclusive of both days).

The Chairman further informed that the Hon'ble NCLT has appointed Mr. Mohammed Akram, Practising Company Secretary as the Scrutinizer for the meeting.

The Chairman further informed the Members that pursuant to the provisions of Companies Act, 2013 and order of the Hon'ble NCLT, all Members had been provided the facility to vote by remote e-voting or Postal Ballot. He further mentioned that those Members who could not vote by remote e-voting or through postal ballot may cast their vote by way of poll through the physical poll paper made available at the venue of the meeting. With the permission of the members, the Chairman considered the notice of the meeting as read.

Subsequently, queries raised by the members were addressed.

The following item of business as per the notice of the meeting was transacted:

1. To approve the Composite Scheme of Arrangement between Arshiya Limited (“Demerged Company”) and Arshiya Rail Infrastructure Limited (“Resulting Company”) and their respective shareholders and creditors (the "Scheme").

The Chairman requested the Members to vote on the resolution by way of poll through the physical poll paper made available at the meeting and informed that combined results of e-voting, postal ballot and voting at the meeting will be announced and displayed on the website of the Company and will also be submitted to the stock exchanges as per the requirements under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Chairman thanked the members for attending the meeting and declared the meeting as concluded.

This is for your information and records.

Thanking You.

Yours faithfully,

For ARSHIYA LIMITED

Savita Dalal

Company Secretary & Compliance Officer

